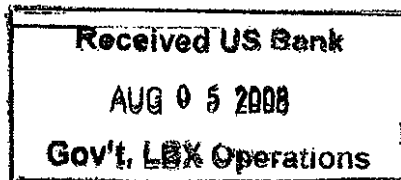


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Before the  
**FEDERAL COMMUNICATIONS COMMISSION**  
Washington, D.C. 20554

In the Matter of )  
 )  
Telephone Acquisition Company, LLC ) WC Docket No. \_\_\_\_  
Transferor )  
 )  
South Slope Communications Company )  
Transferee )  
 )  
For Transfer of Control of Swisher Telephone Company, )  
Which Provides Interstate Exchange Access and )  
Interexchange Services in Iowa Pursuant to a Domestic )  
Blanket Authorization under Section 214 of the )  
Communications Act )

TO: Chief, Wireline Competition Bureau

**APPLICATION FOR NON-STREAMLINED TRANSFER OF CONTROL  
OF DOMESTIC BLANKET SECTION 214 AUTHORIZATION**

Telephone Acquisition Company, LLC ("TAC" or "Transferor"; FRN: 0017472606) and South Slope Communications Company ("South Slope" or "Transferee"; FRN: 0003763802) hereby request Commission authorization for the transfer of control of the blanket domestic Section 214 authorization for interstate exchange access services and interstate interexchange services held by Swisher Telephone Company ("STC"; FRN: 0002588333) from TAC to South Slope.

STC is an independent local exchange carrier ("ILEC") that provides local exchange telephone and exchange access services to a single exchange serving the area in and around the City of Swisher (2000 population: 813) in Johnson and Linn Counties in east central Iowa.

On April 18, 2008, the Wireline Competition Bureau approved the transfer of control of STC from STC's previous shareholders to TAC. Public Notice (*Notice of Domestic Section 214 Authorization Granted*), WC Docket No. 08-36, DA-08-901, released April 18, 2008. The transaction was completed on May 15, 2008. However, TAC has had a change of business plans, and has determined that the currently uncertain economy (including rising gasoline prices and other transportation costs, and potentially unstable interest rates due to the mortgage loan crisis) as well as the continuing uncertainties in the rural telecommunications industry (including potential changes in intercarrier compensation and universal service support) have made it far less attractive at this time for it to invest the substantial resources necessary to upgrade and operate the Swisher exchange which is relatively remote from TAC's affiliated exchanges. TAC approached the South Slope organization, which serves the area surrounding the Swisher exchange, and has entered into an agreement to sell the stock of STC to South Slope.

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, the applicants submit the following information:

**(1) Name, address and telephone number of each applicant:**

**Transferor:**

Telephone Acquisition Company, LLC  
105 North West Street (P.O. Box 229).  
Truro, Iowa 50257-0229  
Telephone: (641) 765-4201  
Facsimile: (641) 765-4204

**Transferee:**

South Slope Communications Company  
980 North Front Street (P.O. Box 19).  
North Liberty, Iowa 52317  
Telephone: (319) 626-2211  
Facsimile: (319) 665-7130

**(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized:**

Swisher is a corporation organized under the laws of the State of Iowa.

TAC is a limited liability company organized under the laws of the State of Iowa.

South Slope is a corporation organized under the laws of the State of Iowa.

**(3) Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:**

**For Transferors:**

Mike Weis, President  
Telephone Acquisition Company, LLC  
105 North West Street (P.O. Box 229).  
Truro, Iowa 50257  
Telephone: (641) 765-4201  
Facsimile: (641) 765-4204

With a copy to Counsel:

Gerard J. Duffy, Esquire  
Blooston, Mordkofsky, Dickens, Duffy & Prendergast, LLP  
2120 L Street, N.W. (Suite 300)  
Washington, D.C. 20037  
Telephone: (202) 659-0830  
Facsimile: (202) 828-5568

**For Transferees:**

J.R. Brumley, Chief Executive Officer  
South Slope Communications Company  
980 North Front Street (P.O. Box 19).  
North Liberty, Iowa 52317  
Telephone: (319) 626-2211  
Facsimile: (319) 665-7130

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Washington, D.C. 20037  
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Facsimile: (202) 828-5568

- (4) Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:

**STC PRIOR TO TRANSACTION:**

The name, address, citizenship and principal business of the sole entity that presently owns ten percent (10.0%) or more of the equity and voting interests of STC are:

<u>Name &amp; Address</u>	<u>% Equity &amp; Voting</u>	<u>Citizenship</u>	<u>Principal Business</u>
Telephone Acquisition Company, LLC 105 North West Street. Truro, Iowa 50257	100.0%	Iowa Limited Liability Company	Telecommunications

**Ownership of Telephone Acquisition Company, LLC**

The names, addresses, citizenship and principal businesses of the entities that own the equity and voting power of TAC both before and after completion of the proposed transaction are:

<u>Name &amp; Address</u>	<u>% Equity &amp; Voting</u>	<u>Citizenship</u>	<u>Principal Business</u>
Interstate Enterprises, Ltd. 105 North West Street. Truro, IA 50257	25.0%	Iowa Corporation	Telecommunications
Schaller Telephone Company 111 West Second Street Schaller, IA 51053	25.0%	Iowa Corporation	Telecommunications
Farmers Mutual Telephone Company 608 East Congress Nora Springs, IA 50458	25.0%	Iowa Corporation	Telecommunications
Breda Telephone Corp. 112 East Main Breda, IA 51436	25.0%	Iowa Corporation	Telecommunications

**Ownership of Interstate Enterprises, Ltd.:**

The name, address, citizenship and principal business of the sole entity that will own the equity and voting power of Interstate Enterprises, Ltd. ("Interstate Enterprises") both before and after completion of the proposed transaction are:

<u>Name &amp; Address</u>	<u>% Equity &amp; Voting</u>	<u>Citizenship</u>	<u>Principal Business</u>
Interstate 35 Telephone Co. 105 North West Street Truro, IA 50257	100.0%	Iowa Corporation	Telecommunications

In turn, the names, addresses, citizenship and principal businesses of the entities that will own ten percent (10.0%) or more of the equity and voting power of Interstate 35 Telephone Company ("Interstate 35") both before and after completion of the proposed transaction are:

<u>Name &amp; Address</u>	<u>% Equity &amp; Voting</u>	<u>Citizenship</u>	<u>Principal Business</u>
Robert Mauer 105 North West Street Truro, IA 50257	35.0%	U.S.A.	Telecommunications
Virginia Mauer Cox 105 North West Street Truro, IA 50257	30.0%	U.S.A.	Telecommunications
Valerie Weis 105 North West Street Truro, IA 50257	30.0%	U.S.A.	Telecommunications

Robert Mauer, Virginia Mauer Cox and Valerie Weis are brother and sisters.

### **Ownership of Schaller Telephone Company**

The names, addresses, citizenship and principal businesses of the entities that will own ten percent (10.0%) or more of the equity and voting power of Schaller Telephone Company ("Schaller") both before and after completion of the proposed transaction are:

<b><u>Name &amp; Address</u></b>	<b><u>% Equity&amp;Voting</u></b>	<b><u>Citizenship</u></b>	<b><u>Principal Business</u></b>
Steve Reimers 111 West Second Street. Schaller, IA 51053	46.0%	U.S.A.	Telecommunications
Missy Kestel 111 West Second Street. Schaller, IA 51053	35.5%	U.S.A.	Telecommunications
Joann Reimers 111 West Second Street. Schaller, IA 51053	15.5%	U.S.A.	Telecommunications

Steve and Joann Reimers are husband and wife. Missy Kestel is their daughter.

### **Ownership of Farmers Mutual Telephone Company**

Farmers Mutual Telephone Company d/b/a OmniTel Communications ("OmniTel") currently has 380 shareholders that own its single class of stock (1460 total shares outstanding). No individual shareholder can own or control more than 10 shares (0.67%) of the company. That is, no entity will own ten percent (10.0%) or more of the equity and voting power of OmniTel either before or after completion of the proposed transaction.

### **Ownership of Breda Telephone Corporation**

Breda Telephone Corporation ("Breda") currently has 43 shareholders of its Class A, Series 1 voting stock (1,521 total shares outstanding), 563 shareholders of its Class A, Series 2 voting stock (26,902 total shares outstanding) and 72 shareholders of its Class B non-voting stock (2,433 total shares outstanding). No entity will own or control ten percent (10.0%) or more of the equity and/or the voting power of Breda either before or after completion of the proposed transaction.

**STC AFTER TRANSACTION:**

The name, address, citizenship and principal business of the sole entity that will own the equity and voting power of STC after completion of the proposed transaction are:

<u>Name &amp; Address</u>	<u>Equity &amp; Voting</u>	<u>Citizenship</u>	<u>Principal Business</u>
South Slope Communications Company 980 North Front Street North Liberty, IA 52317	100.0%	Iowa Corporation	Telecommunications

In turn, the names, addresses, citizenship and principal businesses of the sole entity that will own the equity and voting power of South Slope both before and after completion of the proposed transaction are:

<u>Name &amp; Address</u>	<u>Equity &amp; Voting</u>	<u>Citizenship</u>	<u>Principal Business</u>
South Slope Cooperative Telephone Company 980 North Front Street North Liberty, IA 52317	100.0%	Iowa Corporation	Telecommunications

South Slope Cooperative Telephone Company ("South Slope Cooperative") is a rural telephone cooperative that has approximately 14,350 member-owners. No member-owner directly or indirectly owns or controls ten (10) percent or more of the voting and/or equity interests of South Slope Cooperative, either presently or after completion of the proposed transaction.

- (5) Certification pursuant to 47 C.F.R. Sections 1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

TAC and South Slope hereby certify, pursuant to 47 C.F.R. Sections 1.2001 through 1.2003 that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

**(6) Description of the transaction:**

The proposed transaction consists of the acquisition of all of the issued and outstanding Class A voting stock and all of the issued and outstanding Class B non-voting stock of STC by South Slope from TAC. STC will continue to exist as an Iowa corporation, and as an incumbent local exchange carrier that provides interstate exchange access services and interstate interexchange services. Control of STC will give South Slope and its parent cooperative and the ultimate member-owners of the cooperative control of the blanket domestic Section 214 authorization held by STC.

- (7) **Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:**

A map showing the local exchange telephone service areas of STC and South Slope Cooperative is attached as Exhibit A. This map shows that the service area of STC is adjacent to and surrounded by the Ely, Fairfax and North Liberty exchanges of South Slope Cooperative. A map showing the location of the STC exchange vis-à-vis the exchanges of the TAC owners is attached as Exhibit B.

#### **AREAS AND SERVICES OF SWISHER**

STC is an independent local exchange carrier that provides local exchange telephone and exchange access services to a single exchange serving the area in and around the City of Swisher (2000 population: 813) in Johnson and Linn Counties in east central Iowa. STC serves a total of approximately 911 access lines in this small Iowa exchange and study area. Its local exchange service offerings include custom calling features such as voice mail, call forwarding, call waiting, caller identification and three-way calling. In addition to its local exchange and exchange access services, STC resells intrastate and interstate long distance toll services, and offers dial-up and high-speed Internet access services in its service area.

STC is an authorized dealer for the cellular services of I-Wireless, a T-Mobile affiliate, in the Swisher, Iowa area.

STC is the licensee of Broadband PCS Station WPOL773, which serves the Swisher, Iowa area and is a disaggregated and partitioned portion of the A Block PCS license for the Des Moines-Quad Cities Major Trading Area (MTA032).

STC is also the licensee of Local Multipoint Distribution Service Station WPRV931, which will serve the Swisher, Iowa area and is a disaggregated and partitioned portion of the B Block LMDS license for the Iowa City, Iowa Basic Trading Area (BTA205).

STC owns a non-controlling 0.45 percent interest in the common voting stock and a 0.21 percent interest in the preferred non-voting stock of Iowa Network Services, Inc., an Iowa corporation that provides centralized equal access, fiber-optic transport, interexchange services and Internet service in the State of Iowa.

STC has no subsidiaries that offer telecommunications services.



## **AREAS AND SERVICES OF TRANSFEROR AND ITS AFFILIATES**

TAC is an Iowa limited liability company that was formed by Interstate Enterprises, Schaller, OmniTel and Breda for the purpose of acquiring and owning the stock of Swisher. TAC itself does not offer telecommunications services directly, and has no plans to offer telecommunications other than indirectly as a current shareholder of STC and as a shareholder of any other local exchange carriers whose stock TAC may acquire in the future.

### **Interstate Enterprises, Ltd. and its Affiliates**

Interstate Enterprises is the licensee of Broadband PCS Station KNLH428 in the Clinton, IA- Sterling, IL Basic Trading Area (BTA 86).

Interstate Enterprises is the licensee of: (a) 700 MHz Lower Band Station WPWV306 in a submarket of Iowa Rural Service Area ("RSA") 1-Mills (Mills & Montgomery counties); (b) 700 MHz Lower Band Station WPWV309 in a submarket of Iowa RSA 7-Audubon (Madison county).

Interstate Enterprises owns a 50.0 percent interest in Cellular 35, Inc., an Iowa corporation, which is the general partner of Iowa RSA No. 2 Limited Partnership d/b/a Lyrix Wireless ("Lyrix Wireless"). Lyrix Wireless is an Iowa limited partnership that is: (a) the licensee of Cellular Radio Service Station KNKN492, which serves Iowa Rural Service Area 2 (Union); and (b) the licensee of PCS Broadband Station WQGG306, which serves a submarket of the Ottumwa, Iowa Basic Trading Area. Interstate Enterprises also owns a 24.75 percent limited partnership interest in Lyrix Wireless.

Interstate Enterprises also owns a 50.0 percent ownership interest in Southern Iowa 700, L.L.C., an Iowa limited liability corporation that is the licensee of: (a) 700 MHz Lower Band Station WQFA882 in a submarket of Iowa RSA 1 (Mills); (b) 700 MHz Lower Band Station WQFA498 in a submarket of Iowa RSA 2 (Union); (c) 700 MHz Lower Band Station WQET406 in Iowa RSA 3 (Monroe); (d) 700 MHz Lower Band Station WPWV309 in Iowa RSA 7 (Audubon); (e) 700 MHz Lower Band Station WQDM570 in the Iowa City, Iowa market area; (f) 700 MHz Lower Band Station WQDM571 in a submarket of Iowa RSA 4 (Muscatine); (g) 700 MHz Lower Band Station WQDM572 in a submarket of Iowa RSA 5 (Jackson); and (h) 700 MHz Lower Band Station WQDM573 in a submarket of Iowa RSA 6 (Iowa).

Interstate Enterprises holds a 10.0 percent ownership interest in Cellular 29, Ltd, an Iowa corporation that is the general partner of RSA 1 Limited Partnership dba Cellular 29 Plus ("Cellular 29"), an Iowa limited partnership. Cellular 29 is the licensee of: (a) Cellular Radio Service Station KNKN649, which serves Iowa Rural Service Area 1 (Mills); (b) Broadband PCS Station WPTK838, which serves a submarket of the Omaha, Nebraska Basic Trading Area; (c) Broadband PCS Station WPXA563, which serves a submarket of the Omaha, Nebraska Basic Trading Area;

(d) Common Carrier Fixed Point to Point Microwave Station WMQ758, Brooks, Iowa; (e) Common Carrier Fixed Point to Point Microwave Station WMQ759, New Market, Iowa; (f) Common Carrier Fixed Point to Point Microwave Station WPOS383, Red Oak, Iowa; and (g) Common Carrier Fixed Point to Point Microwave Station WPOS384, Emerson, Iowa. Interstate Enterprises also owns a 10.28 percent limited partnership interest in RSA 1 Limited Partnership dba Cellular 29 Plus.

Interstate Enterprises holds a 17.74% interest in SpiraLight Network, LLC, a Wisconsin competitive local exchange carrier ("CLEC") that operates a regional fiber optic transport network in Wisconsin, Illinois and Minnesota.

Interstate Enterprises holds a 7.69 percent ownership interest in Cellular 80, Ltd, an Iowa corporation that is the general partner of RSA 7 Limited Partnership, an Iowa limited partnership ("RSA 7"). RSA 7 is the licensee of: (a) Cellular Radio Service Station KNKN611, which serves Iowa Rural Service Area 7 (Audubon); (b) Common Carrier Fixed Point to Point Microwave Station WLV426, Casey, Iowa; and (c) Common Carrier Fixed Point to Point Microwave Station WLV422, Brayton, Iowa. Interstate Enterprises also owns a 7.14 percent limited partnership interest in RSA 7.

Interstate Enterprises holds a 10.93% ownership interest in Bug Tussel Wireless, LLC, a Wisconsin limited liability company that plans to provide tower and other wholesale wireless roaming services in southern and central Wisconsin.

Interstate 35, the parent company of Interstate Enterprises, is an independent local exchange carrier that provides local exchange telephone service and exchange access to three exchanges (Truro, St. Charles and St. Marys) in Madison, Warren and Clark Counties in Iowa. Interstate 35 serves a total of approximately 1,200 access lines in these three south central Iowa exchanges. Its local exchange service offerings include custom calling features such as voice mail, call forwarding, call waiting, caller identification, speed dial and three-way calling. Interstate 35 also resells intrastate and interstate long distance toll services within its local exchange service areas. Finally, Interstate 35 offers dial-up and high speed Internet access services in portions of its local exchange service areas.

Interstate 35 owns 100 percent of Southwest Telephone Exchange, Inc. ("Southwest"), an Iowa corporation and independent local exchange carrier that provides local exchange telephone service and exchange access to three exchanges (Emerson, Imogene and Henderson) in Mills, Montgomery and Pottawattamie Counties in Iowa. Southwest serves a total of approximately 700 access lines in these three southwestern Iowa exchanges. Its local exchange service offerings include custom calling features such as voice mail, call forwarding, call waiting, caller identification, speed dial and three-way calling. Southwest also resells intrastate and interstate long distance toll services within its local exchange service areas. Finally, Southwest offers dial-up and high speed Internet access services in portions of its local exchange service areas.

Interstate 35 owns 100 percent of Interstate Cablevision Company, an Iowa corporation that provides digital cable television services in Emerson, Truro, St. Charles, St. Marys, New Virginia and Martensdale, Iowa; and analog cable television services in Carson and Macedonia, Iowa.

Interstate 35's controlling shareholders Robert Mauer, Virginia Mauer Cox and Valerie Weis also control Andrew Telephone Company, Inc. ("Andrew"), an independent local exchange carrier that provides local exchange telephone service and exchange access to the Andrew exchange in Jackson County, Iowa. Andrew serves a total of approximately 350 access lines in this single eastern Iowa exchange. Its local exchange service offerings include custom calling features such as voice mail, call forwarding, call waiting, caller identification and call return. Finally, Andrew offers dial-up and high-speed Internet access service and cable television service in its service area.

Andrew is the licensee of Broadband PCS Station WPOL765, which is a disaggregated and partitioned portion of the A Block PCS license for the Des Moines-Quad Cities Major Trading Area. Station WPOL765 provides PCS service from a single tower located in Andrew, Iowa.

Robert Mauer and his wife hold a 17.50% ownership interest, and Valerie Weis and her husband also hold a separate 17.50% ownership interest, in Michigan Wireless, LLC, a Michigan limited liability company that owns Broadband PCS spectrum in three Basic Trading Areas: Ironwood, Michigan (BTA 207), Marinette, Wisconsin – Menominee, Michigan (BTA 279) and Iron Mountain, Michigan (BTA 206).

Robert Mauer, Virginia Mauer Cox and Valerie Weis hold a 33.33 percent ownership interest in Husker One, LLC, which in turn holds a 9.94 percent ownership interest in Bug Tussel Wireless, LLC, a Wisconsin limited liability company that plans to provide tower and other wholesale wireless roaming services in southern and central Wisconsin.

Interstate 35 and Southwest own a non-controlling combined 1.39 percent interest in the common voting stock and a combined 1.31 percent interest in the preferred non-voting stock of Iowa Network Services, Inc., an Iowa corporation that provides centralized equal access, fiber-optic transport, interexchange services and Internet service in the State of Iowa.

Interstate Enterprises has no other subsidiaries or affiliates that offer telecommunications services.

#### **Schaller Telephone Company and its Affiliates**

Schaller is an independent local exchange carrier that provides local exchange telephone service and exchange access to four exchanges (Schaller, Galva, Cushing

and Kiron) in Sac, Ida, Woodbury and Crawford Counties in northwestern Iowa. Schaller serves a total of approximately 1,752 access lines in these four Iowa exchanges. Its local exchange service offerings include custom calling features such as voice mail, call forwarding, call waiting, caller identification, speed calling and three-way calling. Schaller also resells intrastate and interstate long distance toll services within its local exchange service areas. Finally, Schaller offers dial-up and high speed Internet access services in portions of its local exchange service areas.

Schaller owns Comserv, LTD, an Iowa corporation that provides basic and premium cable television services in the Schaller, Galva, Cushing and Kiron exchange areas, as well as in the community of Odebolt in Sac County.

Schaller is also under common ownership and control with Advanced Network Communications, LLC ("ANC"), an Iowa limited liability company that provides competitive local exchange and exchange access services in and about the communities of Correctionville, Anthon, Holstein and Ida Grove in Woodbury and Ida Counties in northwestern Iowa. In addition to local exchange services and optional calling features, ANC resells intrastate and interstate long distance toll services, provides cable television services, and furnishes dial-up and high-speed Internet access services in the Correctionville, Anthon, Holstein and Ida Grove areas.

Schaller owns a non-controlling 16.67 percent interest in RSA 9 Limited Partnership, which provides cellular services in Calhoun, Carroll, Greene, Ida and Sac Counties west central Iowa.

Schaller holds has a 17.65 percent ownership interest in SpiraLight Networks, LLC, a Wisconsin competitive local exchange carrier ("CLEC") that operates a regional fiber optic transport network in Wisconsin, Illinois and Minnesota.

Schaller owns a non-controlling 1.12 percent interest in the common voting stock and a 1.30 percent interest in the preferred non-voting stock of Iowa Network Services, Inc., an Iowa corporation that provides centralized equal access, fiber-optic transport, interexchange services and Internet service in the State of Iowa.

Schaller has no other subsidiaries or affiliates that offer telecommunications services.

#### **Farmers Mutual Telephone Company d/b/a OmniTel Communications**

OmniTel is an independent local exchange carrier that provides local exchange telephone service and exchange access to fourteen exchanges (Nora Springs, Rudd, Floyd, Rockford, Marble Rock, Greene, Rock Falls, Plymouth, St. Ansgar, Stacyville, Little Cedar, New Haven, McIntyre and Riceville) in Floyd, Butler, Cerro Gordo, Mitchell, Howard and Worth Counties in northeastern Iowa. OmniTel serves a total of approximately 5,300 access lines in these fourteen Iowa exchanges. Its local exchange service offerings include custom calling features such as voice mail, call forwarding, call waiting, caller identification, three-way calling, distinctive ring,

call acceptance and rejection, toll deny, and number blocking. OmniTel also resells intrastate and interstate long distance toll services within its local exchange service areas. Finally, OmniTel offers videoconferencing, cable television services, and Internet access services (dial-up and high speed) in its local exchange service areas.

OmniTel owns a non-controlling 15.79 percent interest in Alpine Communications L.C. ("Alpine"), an Iowa corporation, which is an independent local exchange carrier that provides local exchange telephone service and exchange access to seven exchanges (Elgin, Elkader, Garber, Garnavillo, Guttenberg, Marquette and McGregor) in Fayette and Clayton Counties in northeastern Iowa. Alpine serves a total of approximately 6,500 access lines in these Iowa exchanges.

OmniTel owns 100.0% of FMTC Wireless, Inc., which is the licensee of Broadband PCS Stations WPOM492 and WPOM493, which provide PCS services in north central Iowa in partitioned submarkets of the Des Moines-Quad Cities Major Trading Area (MTA 032).

OmniTel holds a non-controlling 33.33% interest in FWC Communications Inc., an Iowa corporation, which is the licensee of Broadband PCS Station WPSF616, which provides PCS services in north central Iowa in partitioned submarkets of the Des Moines-Quad Cities Major Trading Area (MTA 032).

OmniTel owns a non-controlling 1.27 percent interest in the common voting stock and a 0.91 percent interest in the preferred non-voting stock of Iowa Network Services, Inc., an Iowa corporation that provides centralized equal access, fiber-optic transport, interexchange services and Internet service in the State of Iowa.

OmniTel is an authorized dealer for the cellular services of I-Wireless, a T-Mobile affiliate, in the Nora Springs, Iowa area.

OmniTel has no other subsidiaries or affiliates that offer telecommunications services.

#### **Breda Telephone Corporation and its Affiliates**

Breda is an independent local exchange carrier that provides local exchange telephone service and exchange access to three exchanges (Breda, Lidderdale and Macedonia) in Carroll and Pottawattomie Counties in western Iowa. Breda serves a total of approximately 1,116 access lines in these three Iowa exchanges. Its local exchange service offerings include custom calling features such as voice mail, call forwarding, call waiting, caller identification, speed calling and three-way calling. Breda also resells intrastate and interstate long distance toll services in west central Iowa. Finally, Breda offers dial-up and high speed Internet access services in portions of its local exchange service areas.

Breda's wholly-owned subsidiary Prairie Telephone Co., Inc. ("Prairie"), an Iowa corporation, is an independent local exchange carrier that provides local exchange telephone service and exchange access to three exchanges (Farragut, Pacific Junction and Yale) in Fremont, Mills and Guthrie Counties in southwestern Iowa. Prairie serves a total of approximately 945 access lines in these three Iowa exchanges. Its local exchange service offerings include custom calling features such as voice mail, call forwarding, call waiting, caller identification, speed calling and three-way calling. Prairie also resells intrastate and interstate long distance toll services in west central Iowa. Finally, Prairie offers dial-up and high speed Internet access services in portions of its local exchange service areas.

Breda's wholly owned subsidiary Westside Independent Telephone Company ("Westside"), an Iowa corporation, is an independent local exchange carrier that provides local exchange telephone service and exchange access to a single exchange (Westside) in Crawford County in western Iowa. Westside serves a total of approximately 338 access lines in this Iowa exchange. Its local exchange service offerings include custom calling features such as voice mail, call forwarding, call waiting, caller identification, speed calling and three-way calling.

Prairie's wholly-owned subsidiary BTC, Inc. ("BTC"), an Iowa corporation resells intrastate and interstate long distance toll services in west central Iowa, and provides competitive local exchange services in and about the community of Carroll in Carroll County, Iowa. BTC also provides dial-up and high-speed Internet access service in the Breda, Prairie and Westside local exchange service areas, as well as in the communities of Auburn, Halbur, Lanesboro, Bagley, Jamaica, Ralston, Carroll, Lake View, Shenandoah, Glidden, Lake City, Riverton, Sidney, Manning, Odebolt and Vail in Sac, Carroll, Guthrie, Greene, Page and Fremont Counties in western Iowa.

Breda's wholly-owned subsidiary Tele-Services, Ltd. ("TSL") provides cable television service in seventeen Iowa communities (Breda, Arcadia, Farragut, Oakland, Auburn, Grand Junction, Riverton, Bayard, Hamburg, Sidney, Lohrville, Tabor, Malvern, Thurman, Churdan, Treynor and Westside) in Carroll, Sac, Guthrie, Fremont, Pottawattomie, Greene, Calhoun, Mills and Crawford Counties in western Iowa, plus Beaver Lake, Nebraska.

Breda owns a non-controlling 17.42 percent interest in Alpine Communications L.C. ("Alpine"), an Iowa corporation, which is an independent local exchange carrier that provides local exchange telephone service and exchange access to seven exchanges (Elgin, Elkader, Garber, Garnaville, Guttenberg, Marquette and McGregor) in Fayette and Clayton Counties in northeastern Iowa. Alpine serves a total of approximately 6,500 access lines in these Iowa exchanges.

Westside has a 33.33 percent ownership interest in Quad County Communications, a joint venture that owns a fiber optic network between Odebolt and Denison, Iowa.

Breda has a 33.33 percent ownership interest in Carroll Co. Wireless, L.L.C, the licensee of Broadband PCS Station WPSF634 in a partitioned portion of the Des Moines-Quad Cities MTA (MTA032).

Prairie has a 33.33 percent ownership interest in Guthrie Group, LLC, the licensee of Broadband PCS Station WPQY717 in a partitioned portion of the Des Moines-Quad Cities MTA (MTA032).

Prairie has a 9.94 percent ownership interest in Bug Tussel Wireless, L.L.C, a Wisconsin limited liability company that plans to provide tower and other wholesale wireless roaming services in southern and central Wisconsin.

Prairie has a 42.86 percent ownership interest in SpiraLight Networks, LLC, a Wisconsin competitive local exchange carrier ("CLEC") that operates a regional fiber optic transport network in Wisconsin, Illinois and Minnesota.

Prairie owns a non-controlling 10.38 percent interest in RSA 1 Limited Partnership dba Cellular 29 Plus ("Cellular 29"), an Iowa limited partnership, which is the licensee of: (a) Cellular Radio Service Station KNKN649, which serves Iowa Rural Service Area 1 (Mills); (b) Broadband PCS Station WPTK838, which serves a submarket of the Omaha, Nebraska Basic Trading Area; (c) Broadband PCS Station WPXA563, which serves a submarket of the Omaha, Nebraska Basic Trading Area; (d) Common Carrier Fixed Point to Point Microwave Station WMQ758, Brooks, Iowa; (e) Common Carrier Fixed Point to Point Microwave Station WMQ759, New Market, Iowa; (f) Common Carrier Fixed Point to Point Microwave Station WPOS383, Red Oak, Iowa; and (g) Common Carrier Fixed Point to Point Microwave Station WPOS384, Emerson, Iowa.

Prairie owns a non-controlling 7.15 percent interest in RSA 7 Limited Partnership, which is the licensee of: (a) Cellular Radio Service Station KNKN611, which serves Iowa Rural Service Area 7 (Audubon); (b) Common Carrier Fixed Point to Point Microwave Station WLV426, Casey, Iowa; and (c) Common Carrier Fixed Point to Point Microwave Station WLV422, Brayton, Iowa.

Breda and Westside each own a non-controlling 5.84 percent interest in West Iowa Cellular, Inc., which providing cellular services in the western and southern Iowa counties of Crawford, Harrison, Monona, and Shelby.

Breda owns a non-controlling 16.67 percent interest in RSA 9 Limited Partnership, which provides cellular services in Calhoun, Carroll, Greene, Ida and Sac Counties in west central Iowa.

Prairie and Westside own a combined non-controlling 1.12 percent interest in the common voting stock and a combined 0.67 percent interest in the preferred non-voting stock of Iowa Network Services, Inc., an Iowa corporation that provides

centralized equal access, fiber-optic transport, interexchange services and Internet service in the State of Iowa.

Breda has no other subsidiaries or affiliates that offer telecommunications services.

### **AREAS AND SERVICES OF TRANSFEREE AND ITS AFFILIATES**

South Slope presently does not directly or indirectly offer telecommunications services.

South Slope Cooperative is an independent local exchange carrier that provides local exchange telephone and exchange access services to six exchanges (Amana, Ely, Fairfax, Newhall, Norway and North Liberty) in Benton, Johnson, Linn and Iowa Counties in east central Iowa. South Slope Cooperative serves a total of approximately 13,585 access lines in these six exchanges. South Slope Cooperative also provides local exchange telephone and exchange access services to substantial majorities (approximately 90 percent or more) of the customers of three Iowa Telecom exchanges (Oxford, Solon and Tiffin) in Johnson County (approximately 3,280 aggregate access lines), and has been prosecuting a petition under Section 251(h)(2) of the Communications Act since August 2004 to be declared to be an incumbent local exchange carrier in each of the three exchanges. South Slope Cooperative also provides local exchange telephone and exchange access services in Coralville, South Cedar Rapids, Shueyville, Walford and Watkins in Benton, Johnson, Linn, Iowa and Cedar Counties. South Slope Cooperative's local exchange service offerings include custom calling features such as voice mail, call forwarding, call waiting, caller identification, three-way calling, warm line, call blocking, customer originated trace, and automatic recall. In addition to its local exchange and exchange access services, South Slope Cooperative resells intrastate and interstate long distance toll services, provides analog and digital Centrex service, and offers dial-up and high-speed Internet access services throughout in its local exchange service areas.

South Slope Cooperative provides IP digital cable television services in and around North Liberty, Norway, Newhall, Ely, Fairfax, Walford, Tiffin, Shueyville, Oxford, Solon, South Cedar Rapids and Coralville, Iowa, and will soon commence provision of similar IP digital cable television services in and around Amana, Iowa.

South Slope Cooperative is the licensee of: (1) Local Multipoint Distribution Service Station WPOH441 in the Iowa City, Iowa Basic Trading Area (BTA205); (2) Local Multipoint Distribution Service Station WPRV932 in the Iowa City, Iowa Basic Trading Area (BTA205); (3) PCS Broadband Station WPOL801 in Submarket 82 within the Des Moines-Quad Cities Major Trading Area (MTA032); (4) PCS Broadband Station WPOL802 in Submarket 86 within the Des Moines-Quad Cities Major Trading Area (MTA032); (5) PCS Broadband Station WPWM732 in Submarket 262 within the Des Moines-Quad Cities Major Trading Area (MTA032); (6) PCS Broadband Station WQDP532 in Submarket 298 within the Des Moines-



Quad Cities Major Trading Area (MTA032); (7) Industrial/Business Pool, Conventional Station KTG806 in Walford, Iowa; and (8) Industrial/Business Pool, Conventional Station WPXG607 near North Liberty, Iowa.

South Slope Cooperative is an authorized owner-operator for the Personal Communications Services ("PCS") of I-Wireless, a T-Mobile affiliate, in and about its Iowa local exchange service areas.

South Slope Cooperative owns a non-controlling 3.16 percent interest in the common voting stock and a 4.02 percent interest in the preferred non-voting stock of Iowa Network Services, Inc., an Iowa corporation that provides centralized equal access, fiber-optic transport, interexchange services and Internet service in the State of Iowa. At such time as South Slope acquires control of STC, South Slope Cooperative and its affiliates will own a non-controlling 3.61 percent interest in the common voting stock and a 4.23 percent interest in the preferred non-voting stock of Iowa Network Services, Inc.

South Slope has no other subsidiaries or affiliates that offer telecommunications services.

**(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:**

The Application does not fit within the presumptive streamlined categories in Section 63.03 of the Commission's Rules because the Swisher exchange is adjacent to South Slope Cooperative's Ely, Fairfax and North Liberty exchanges.

However, even though they do not request streamlined treatment, the parties note that: (1) both before and after completion of the proposed transaction, South Slope Cooperative and STC and their affiliates will have a market share of less than ten percent (10.0%) of the interstate, interexchange market; (2) South Slope will be taking control of the existing telephone exchange and exchange access services provided by STC, and has no affiliated telecommunications carrier that has previously provided or that presently provides competitive local exchange services or exchange access services within STC's service area (see further discussion below), while STC does not provide competitive local exchange services or exchange access services within South Slope Cooperative's service area; and (3) South Slope Cooperative (approximately 13,585 aggregate access lines in its ILEC exchanges) and STC (approximately 911 access lines) are incumbent independent local exchange carriers that have, in combination, far fewer than two percent (2.0%) of the subscriber lines installed in the aggregate nationwide and no overlapping service areas.

The parties note that South Slope Cooperative applied for and received certification from the Iowa Utilities Board in April 2008 to provide competitive local exchange telecommunications services within the Swisher, Iowa exchange. However, South

Slope Cooperative has not yet completed construction of competitive local exchange facilities in the Swisher exchange, nor commenced provision of competitive local exchange services there.

**(9) Identification of all other Commission applications related to the same transaction:**

Applicants will file an application for the transfer of control of STC's licenses for: (a) PCS Broadband Station WPOL773, which serves a disaggregated and partitioned portion of the A Block PCS license for the Des Moines-Quad Cities Major Trading Area (MTA032); and (b) Local Multipoint Distribution Service Station WPRV931, which encompasses a disaggregated and partitioned portion of the B Block LMDS license for the Iowa City, Iowa Basic Trading Area (BTA205). No other Commission applications will be filed with respect to this transaction.

**(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:**

No party to the transaction is facing imminent business failure at this time. Therefore, the applicants are not requesting special consideration because a party to the transaction is facing imminent business failure.

**(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:**

No separately filed waivers or waiver requests are being sought in conjunction with the proposed transaction.

**(12) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:**

The proposed transaction will serve the public interest by ensuring the continued availability of quality telecommunications services at affordable rates for the businesses and residents of the rural eastern central Iowa area served by STC. The South Slope Cooperative organization is an experienced and successful provider of local exchange and exchange access services in the rural east central area surrounding the Swisher exchange. Under South Slope's ownership and control, STC will continue to provide its rural Iowa customers with quality local exchange, exchange access and interexchange services at affordable rates.

**Conclusion**

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the transfer of control of the domestic blanket Section 214 authorization for Swisher Telephone Company from Telephone Acquisition Company, LLC, to South Slope Communications Company.

Telephone Acquisition Company, LLC, to South Slope Communications Company reiterate that they certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Respectfully submitted,

**TELEPHONE ACQUISITION  
COMPANY, LLC**

**SOUTH SLOPE COMMUNICATIONS  
COMPANY**

By Mike Weis

By \_\_\_\_\_

Printed Name: Mike Weis

Printed Name: \_\_\_\_\_

Office: President

Office: \_\_\_\_\_

Date: 7-29-2008

Date: \_\_\_\_\_

Conclusion

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the transfer of control of the domestic blanket Section 214 authorization for Swisher Telephone Company from Telephone Acquisition Company, LLC, to South Slope Communications Company.

Telephone Acquisition Company, LLC, to South Slope Communications Company reiterate that they certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Respectfully submitted,

TELEPHONE ACQUISITION  
COMPANY, LLC

By \_\_\_\_\_

Printed Name: \_\_\_\_\_

Office: \_\_\_\_\_

Date: \_\_\_\_\_

SOUTH SLOPE COMMUNICATIONS  
COMPANY

By J.R. Brumley, CEO

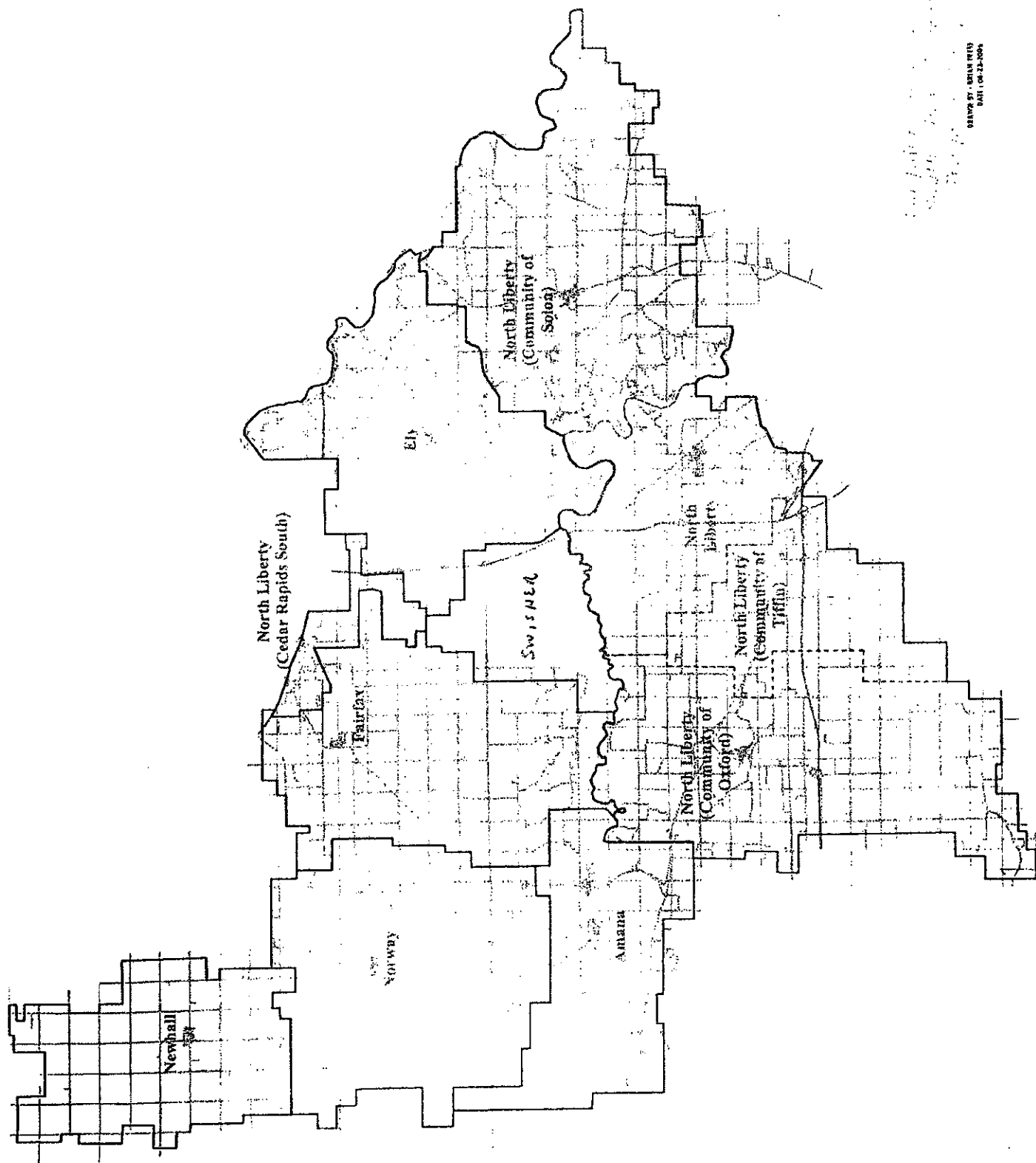
Printed Name: J.R. Brumley

Office: CEO

Date: July 24, 2008

**EXHIBIT A**

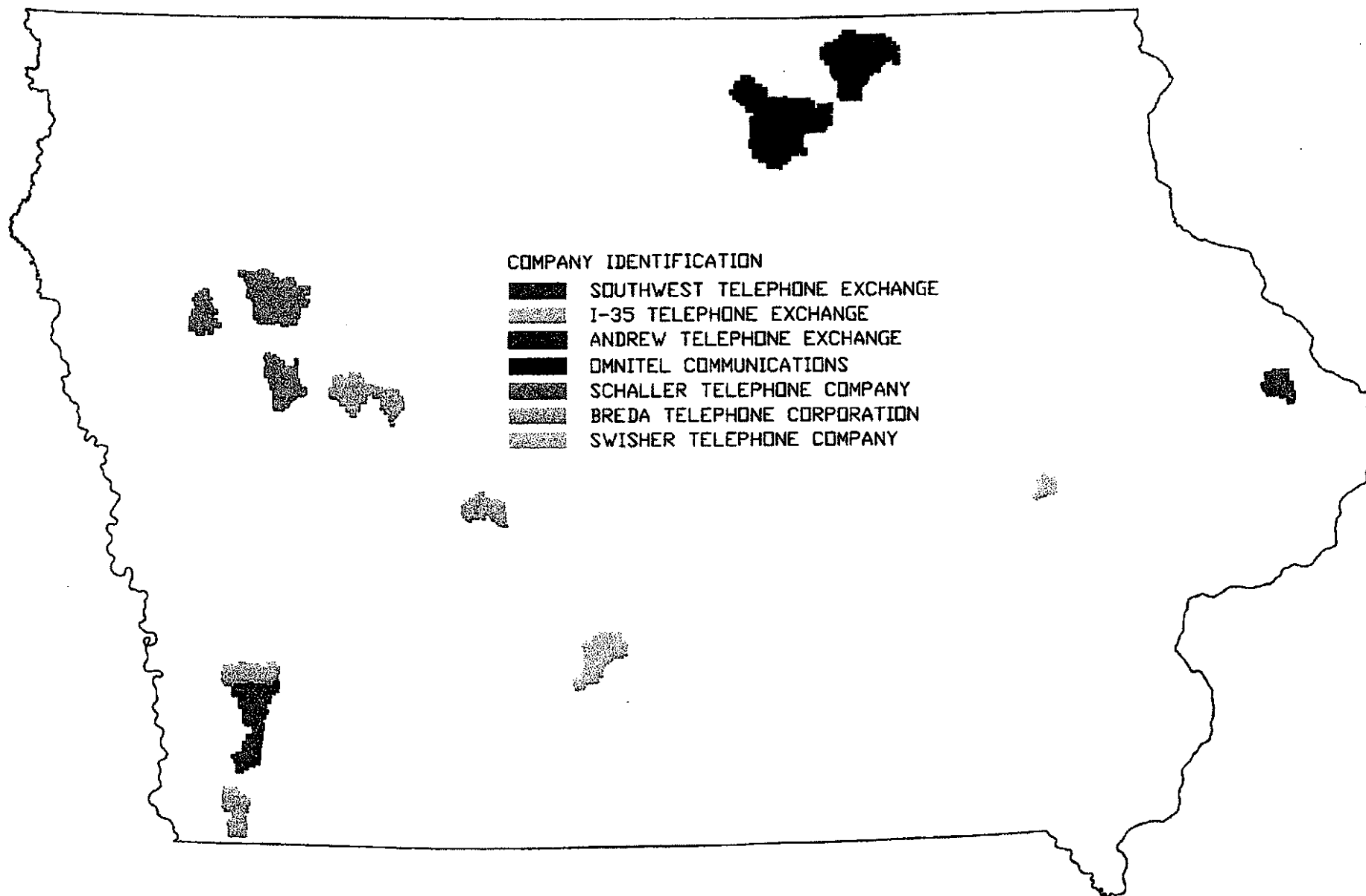
**MAP OF LOCAL EXCHANGE AREAS  
OF  
SWISHER TELEPHONE COMPANY  
AND  
SOUTH SLOPE COOPERATIVE TELEPHONE COMPANY**



STATE OF IOWA  
COUNTY OF IOWA  
DATE 08-11-2009

**EXHIBIT B**

**MAP OF LOCAL EXCHANGE AREAS  
OF  
SWISHER TELEPHONE COMPANY  
INTERSTATE 35 TELEPHONE COMPANY  
SOUTHWEST TELEPHONE EXCHANGE, INC.  
ANDREW TELEPHONE COMPANY, INC.  
SCHALLER TELEPHONE COMPANY  
FARMERS MUTUAL TELEPHONE COMPANY  
d/b/a OMNITEL COMMUNICATIONS  
and  
BRED A TELEPHONE CORPORATION & SUBSIDIARIES**





READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Approved by OMB  
3060-0589  
Page 1 of 1

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) South Slope Communications Company		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 980 North West Street			
(5) STREET ADDRESS LINE NO. 2 P.O. Box 19			
(6) CITY North Liberty		(7) STATE IA	(8) ZIP CODE 52317
(9) DAYTIME TELEPHONE NUMBER (include area code) (319) 626-2211		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003763802		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME South Slope Communications Company			
(14) STREET ADDRESS LINE NO. 1 980 North West Street			
(15) STREET ADDRESS LINE NO. 2 P.O. Box 19			
(16) CITY North Liberty		(17) STATE IA	(18) ZIP CODE 52317
(19) DAYTIME TELEPHONE NUMBER (include area code) (319) 626-2211		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0003763802		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE _____ DATE _____			
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described. SIGNATURE _____ DATE _____			